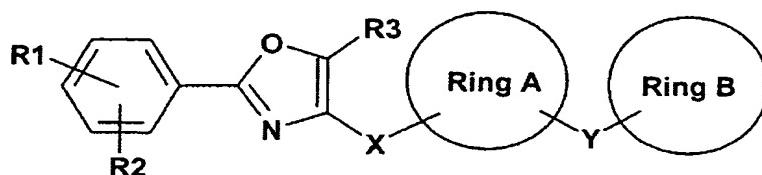


We claim:

DEAV2003/0018

Dr. WI

1. A compound of the formula I



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wherein

Ring A is (C₃-C₈)-cycloalkanediyl or (C₃-C₈)-cycloalkenediyl, wherein one or more of the carbon atoms of said (C₃-C₈)-cycloalkanediyl and (C₃-C₈)-cycloalkenediyl groups are optionally replaced by an oxygen atom;

R₁, R₂ are each independently H, F, Br, CF₃, OCF₃, (C₁-C₆)-alkyl, O-(C₁-C₆)-alkyl, SCF₃, SF₅, OCF₂-CHF₂, O-phenyl, OH, or NO₂; or

R₁ and R₂, taken together with the carbon atoms of the phenyl ring to which they are attached, form a fused, unsaturated or completely or partially saturated bicyclic (C₉-C₁₂)-aryl or (C₉-C₁₁)-heteroaryl ring system;

R₃ is H, CF₃, (C₁-C₆)-alkyl, (C₁-C₆)-alkoxy, (C₃-C₈)-cycloalkyl or phenyl;

X is (C₁-C₆)-alkanediyl, wherein one or more carbon atoms therein is optionally replaced by an oxygen atom;

Y is (C₁-C₆)-alkanediyl or (C₁-C₆)-alkenediyl, wherein one or more carbon atoms therein is optionally replaced by O, CO, S, SO or SO₂, and wherein said (C₁-C₆)-alkanediyl and (C₁-C₆)-alkenediyl groups are optionally substituted by OH;

Ring B is a group selected from (a), (b) or (c):

(a) phenyl optionally mono- or disubstituted by NO₂, Cl, CN, (C₁-C₆)-alkyl or (C₁-C₆)-alkoxy
 (b) tetrazole
 (c) pyrrolidin-2-one wherein the pyrrolidinyl ring of said pyrrolidin-2-one group contains an additional nitrogen atom or a sulfur atom and is substituted by oxo or thioxo, and is optionally substituted on a nitrogen atom therein by R4;

R4 is (C₁-C₆)-alkyl, phenyl or benzyl;

and pharmaceutically acceptable salts thereof.

2. The compound of Claim 1 wherein:

Ring A is (C₃-C₈)-cycloalkanediyl or (C₃-C₈)-cycloalkenediyl, wherein one of the carbon atoms of said (C₃-C₈)-cycloalkanediyl and (C₃-C₈)-cycloalkenediyl groups is optionally replaced by an oxygen atom;

R1, R2 are each independently H, F, Br, CF₃, OCF₃, (C₁-C₆)-alkyl, O-(C₁-C₆)-alkyl, SCF₃, SF₅, OCF₂-CHF₂, O-phenyl, OH or NO₂; or

R₁ and R₂, taken together with the carbon atoms of the phenyl ring to which they are attached, form a fused, unsaturated or completely or partially saturated bicyclic (C₉-C₁₂)-aryl or (C₉-C₁₁)-heteroaryl ring system;

R3 is H, CF₃, (C₁-C₆)-alkyl, (C₃-C₈)-cycloalkyl or phenyl;

X is (C₁-C₆)-alkanediyl, wherein one carbon atom therein is optionally replaced by an oxygen atom;

Y is (C₁-C₆)-alkanediyl or (C₁-C₆)-alkenediyl, wherein one or two carbon atoms of said (C₁-C₆)-alkanediyl and (C₁-C₆)-alkenediyl groups are optionally replaced by O, CO, S, SO or SO₂, and wherein said (C₁-C₆)-alkanediyl and (C₁-C₆)-alkenediyl groups are optionally substituted by OH;

Ring B is a group selected from (a), (b) or (c):
 (a) phenyl optionally mono- or disubstituted by NO₂, Cl, CN, (C₁-C₆)-alkyl or (C₁-C₆)-alkoxy
 (b) tetrazole
 5 (c) pyrrolidin-2-one wherein the pyrrolidinyl ring of said pyrrolidin-2-one group contains an additional nitrogen atom or a sulfur atom in the 4-position and is substituted by oxo or thioxo in the 5-position, and is optionally substituted on the nitrogen atom in the 1-position by R4;

10 R4 is (C₁-C₆)-alkyl, phenyl or benzyl;

and pharmaceutically acceptable salts thereof.

15 3. The compound of Claim 2 wherein:

Ring A is (C₃-C₈)-cycloalkanediyl wherein one carbon atom therein is replaced by an oxygen atom;

20 R₁, R₂ are each independently H, F, Br, CF₃, OCF₃, (C₁-C₆)-alkyl, O-(C₁-C₆)-alkyl, SCF₃, SF₅, OCF₂-CHF₂, O-phenyl, OH or NO₂; or

25 R₁ and R₂, taken together with the carbon atoms of the phenyl ring to which they are attached, form a fused, unsaturated or completely or partially saturated bicyclic (C₉-C₁₂)-aryl or (C₉-C₁₁)-heteroaryl ring system;

R3 is H, CF₃, (C₁-C₆)-alkyl, (C₃-C₈)-cycloalkyl or phenyl;

30 X is (C₁-C₆)-alkanediyl, wherein the carbon atom in the 1-position is replaced by an oxygen atom;

35 Y is (C₁-C₆)-alkanediyl or (C₁-C₆)-alkenediyl, wherein one or two carbon atoms of said (C₁-C₆)-alkanediyl and (C₁-C₆)-alkenediyl groups are optionally replaced by O, CO or SO₂, and wherein said (C₁-C₆)-alkanediyl and (C₁-C₆)-alkenediyl groups are optionally substituted by OH;

Ring B is a group selected from (a), (b) or (c):
 (a) phenyl optionally mono- or disubstituted by NO₂, Cl, CN, (C₁-C₆)-alkyl or (C₁-C₆)-alkoxy
 (b) tetrazole
 5 (c) pyrrolidin-2-one wherein the pyrrolidinyl ring of said pyrrolidin-2-one group contains an additional nitrogen atom or a sulfur atom in the 4-position and is substituted by oxo or thioxo in the 5-position, and is optionally substituted on the nitrogen atom in the 1-position by R4;
 10 R4 is (C₁-C₆)-alkyl, phenyl or benzyl;

and pharmaceutically acceptable salts thereof.

15 4. The compound of Claim 3 wherein:

Ring A is cyclohexane-1,3-diyil;

R₁, R₂ are each independently H, F, Br, CF₃, OCF₃, (C₁-C₆)-alkyl, O-(C₁-C₆)-alkyl, SCF₃, SF₅, OCF₂-CHF₂, O-phenyl, OH or NO₂; or

20 R1 and R2, taken together with the carbon atoms of the phenyl ring to which they are attached, form a fused, unsaturated bicyclic (C₉-C₁₀)-aryl or (C₉-C₁₀)-heteroaryl ring system;

25 R3 is H, CF₃, (C₁-C₆)-alkyl, (C₃-C₆)-cycloalkyl or phenyl;

X is CH₂-O;

30 Y is (C₁-C₄)-alkanediyl, O-(C₁-C₄)-alkenediyl, (C₁-C₄)-alkenediyl, O-(C₁-C₄)-alkenediyl, O-SO₂ or O-CO, wherein said (C₁-C₄)-alkanediyl group is optionally substituted by OH;

35 Ring B is a group selected from (a), (b) or (c):

(a) phenyl optionally mono- or disubstituted by NO₂, Cl, CN, (C₁-C₆)-alkyl or (C₁-C₆)-alkoxy
 (b) tetrazole

(c) thiazolidin-1,4-dione optionally substituted by R4 on the nitrogen in the 3-position-atom;

R4 is (C₁-C₆)-alkyl, phenyl or benzyl;

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and pharmaceutically acceptable salts thereof.

5. The compound of Claim 4 wherein:

10 Ring A is cyclohexane-1,3-diyl;

R₁, R₂ are each independently H, F, Br, CF₃, (C₁-C₆)-alkyl or O-(C₁-C₆)-alkyl; or

15 R₁ and R₂, taken together with the carbon atoms of the phenyl ring to which they are attached, form naphthyl;

R3 is (C₁-C₆)-alkyl, (C₅-C₆)-cycloalkyl or phenyl;

20 X is CH₂-O;

Y is (C₁-C₄)-alkanediyl, O-(C₁-C₄)-alkanediyl, (C₁-C₄)-alkenediyl, O-(C₁-C₄)-alkenediyl, O-SO₂ or O-CO, where said (C₁-C₄)-alkanediyl group is optionally substituted by OH;

25

Ring B is a group selected from (a), (b) or (c):

(a) phenyl optionally mono- or disubstituted by NO₂, Cl, CN, (C₁-C₆)-alkyl or (C₁-C₆)-alkoxy

(b) tetrazole

30 (c) thiazolidin-2,4-dione optionally substituted by R4 on the nitrogen in the 3-position;

R4 is (C₁-C₆)-alkyl, phenyl or benzyl;

35 and pharmaceutically acceptable salts thereof.

6. The compound of Claim 5 wherein:

- R2 is hydrogen; and
R1 is attached to the carbon of the phenyl ring that is meta- or para- to
 the carbon by which the phenyl ring is attached to the oxazole ring.

5 7. The compound of Claim 6 wherein:

Y is -CH₂-CH₂-.

10 8. A pharmaceutical composition comprising a pharmaceutically acceptable
 carrier and one or more compounds of Claim 1.

15 9. The pharmaceutical composition of Claim 8 further comprising at least one
 additional active ingredient.

10. The pharmaceutical composition of Claim 9 wherein said additional active
 ingredient has favorable effects on metabolic disturbances or disorders.

20 11. The pharmaceutical composition of Claim 9 wherein said additional active
 ingredient is an antidiabetic.

12. The pharmaceutical composition of Claim 9 wherein said additional active
 ingredient is a lipid modulator.

25 13. A method of treating disorders of fatty acid metabolism and glucose
 utilization comprising administering to a patient in need thereof a therapeutically
 effective amount of a compound of Claim 1.

30 14. A method of treating disorders of insulin resistance comprising
 administering to a patient in need thereof a therapeutically effective amount of a
 compound of Claim 1.

15. A method of treating diabetes mellitus including the prevention of the
squelae associated therewith comprising administering to a patient in need thereof
a therapeutically effective amount of a compound of Claim 1.

5 16. A method of treating dyslipidemia and squelae associated therewith
comprising administering to a patient in need thereof a therapeutically effective
amount of a compound of Claim 1.

10 17. A method of treating metabolic syndrome and conditions associated
therewith comprising administering to a patient in need thereof a therapeutically
effective amount of a compound of Claim 1.

15 18. A method of treating disorders of fatty acid metabolism and glucose
utilization comprising administering to a patient in need thereof a therapeutically
effective amount of a compound of Claim 1 in combination with at least one further
active compound.

20 19. A method of treating disorders of insulin resistance comprising
administering to a patient in need thereof a therapeutically effective amount of a
compound of Claim 1 in combination with at least one further active compound.